

Operaphernalia

Telephone: (308) 854-4842
Fax: (308) 858-8888

P970000056419

January 6, 1997

Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee
Florida 32314

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for OPERAPHERNALIA, INC. along with our check in the amount of \$122.50 to cover the following costs:

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00

	\$ 122.50
	=====

FILED
97 JAN 14 PM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please mail the certified copy to:

OPERAPHERNALIA, INC.
P. O. Box 450244
Miami, FL 33245-0244

Thank you for your attention.

Yours very truly,

Joanna Parker
Joanna Parker

j

Enc.

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1-21-97

JD

ARTICLES OF INCORPORATION
OF
OPERAPHERNALIA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be OPERAPHERNALIA, INC. Its business shall be carried on at Miami, Dade County, Florida, and at such other points or places in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors. Its principal office shall be at 2246 S.W. 24th Terrace, Miami, Florida.

ARTICLE II - GENERAL NATURE OF BUSINESS POWERS

The general nature of the business to be transacted by this corporation shall be as follows:

(a) To engage, in whole or in part, in the manufacture, sale, distribution, and purchase and resale of merchandise and other items related to the performing arts; and to encourage, through those and other activities, the enjoyment, furtherance and dissemination of the arts in various forms.

(b) To purchase, lease, rent, sell, hold and otherwise acquire and dispose of real estate and personal property, both tangible and intangible, and to choose in action either as owner, broker, agent or factor; to loan money upon such property and to take mortgages and assignments of mortgages on the same; as agent, or broker, and for commission or otherwise, to sell, contract for sale, and otherwise deal in loans and mortgages of every kind, nature and description; and to transact all or any other business which may be necessary, incidental, or proper to the exercise of any or all of the aforesaid purposes of the corporation.

(c) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(d) To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, preferred stock, and stock warrants

of, or any bonds or other evidences of indebtedness created by any other corporation or corporations, and puts, calls and options on the stock of any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(e) To purchase, sell, and transfer shares of its own capital stock;

(f) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;

(g) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporations acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

(h) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be fifty (50) shares of no par value.

ARTICLE IV - INITIAL CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars and the undersigned incorporators do hereby state that there has already been paid into the corporation on behalf of the subscribers set forth herein the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 2246 S.W. 24th Terrace, Miami, Florida 33145-3628.

The mailing address of the corporation shall be:
P. O. Box 450244, Miami, Florida, 33245-0244.

ARTICLE VII - DIRECTORS

There shall be a board of directors for this corporation which shall consist of not less than two (2) and not more than three (3), the number of the same to be fixed by the corporate by-laws. Each of said directors shall be of full age and at least one of them be a citizen of the United States.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The members of the first board of directors are:

JOANNA PARKER and J. FRANK GILBUENA. The street address of each of the members of the first board of directors is 2246 S.W. 24 Terrace, Miami, Florida 33145-3628. The members of the first board of directors, unless otherwise provided by the by-laws, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX - SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are: JOANNA PARKER and J. FRANK GILBUENA. The street address of each subscriber is 2246 S.W. 24th Terrace, Miami, Florida 33145-3628.

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of this corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the board of directors, and may vote at any such meeting of the board of directors, of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - ASSIGNMENT OF SUBSCRIPTIONS

The original subscribers to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver their subscriptions to any person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all

the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

Joanna Parker (SEAL)
JOANNA PARKER

J. Frank Gilbuena (SEAL)
J. FRANK GILBUENA

STATE OF FLORIDA)
COUNTY OF DADE)

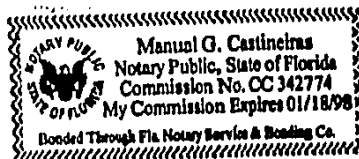
SS.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JOANNA PARKER, to me known to be the person described in and as a subscriber to the foregoing Articles of Incorporation, who executed same, and acknowledged before me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida this 6th day of Jan, 19 98

Manual G. Castineiras
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My commission expires: 1-18-98



FILED
97 JAN 14 PM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF PENNSYLVANIA)
COUNTY OF DELAWARE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared J. FRANK GILBUENA, to me known to be the person described herein (personally known by me) or (who produced identification in the form of _____) and who executed the foregoing instrument. He acknowledged before me that as a subscriber to the foregoing Articles of Incorporation, he executed the same freely and voluntarily, for the uses and purposes therein expressed.

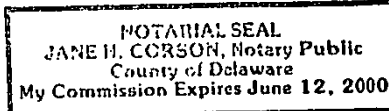
WITNESS my hand and official seal in the County and State aforesaid this 10th day of January, 1997.

Jane H Corson
NOTARY PUBLIC
STATE OF PENNSYLVANIA AT LARGE

Type or Print Notary Name:

Jane H Corson

My commission expires:
6-12-2000



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance of said Act:

FIRST that OPERAPHERNALIA, INC. desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at City of Miami,
County of Dade, State of Florida has named JOANNA PARKER located
at 2246 S.W. 24th Terrace, Miami, County of Dade, State of
Florida as its agent to accept service of process within this
State.

A C K N O W L E D G E M E N T

Having been named to accept Service of Process for the
above state corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.

By:

Joanna Parker
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA